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07-27-1999

Docket No.:
25703.0005



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To the Honorable Commissioner of Patents

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ched original documents or copy there

1. Name of conveying party(ies):

MK Holdings, Inc.
(now known as Native Planet Foods, Inc.)

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **June 30, 1999**

2. Name and address of receiving party(ies):

Name: **NPF Product Group Inc.**

Internal Address:

Street Address: **15020 North 74th Street**

City: **Scottsdale** State: **AZ** ZIP: **8526**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Arizona**
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75/601,552
75/601,551

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Shaukat Karjeker**

Internal Address: **Snell & Wilmer L.L.P.**

Street Address: **One Arizona Center**

400 E. Van Buren

City: **Phoenix** State: **AZ** ZIP: **85004**

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ **\$65.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-2814

DO NOT USE THIS SPACE

07/27/1999 MTHA11 00000002 75601552

01 FC:481 40.00 OP
02 FC:482 25.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Shaukat Karjeker, Reg. No. 34,049

Name of Person Signing

By:

Signature

July 21, 1999

Date

Total number of pages including cover sheet, attachments, and document:

4

ASSIGNMENT OF TRADEMARK APPLICATIONS AND REGISTRATIONS

WHEREAS, **MK HOLDINGS, INC.**, (now known as Native Planet Foods, Inc.) of 15020 North 74th Street, Scottsdale, Arizona 85260, owns certain marks which are pending or registered in the United States Patent and Trademark Office, enumerated on the attached Schedule A;

AND WHEREAS, **NPF PRODUCT GROUP INC.**, of 15020 North 74th Street, Scottsdale, Arizona 85260 is desirous of acquiring said marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said **MK HOLDINGS, INC.** does hereby assign to said **NPF PRODUCT GROUP INC.** all right, title and interest in and to said enumerated marks, together with the goodwill of the business symbolized by the said marks and the identified registrations or applications thereof.

MK HOLDINGS, INC.
(now known as Native Planet Foods, Inc.)

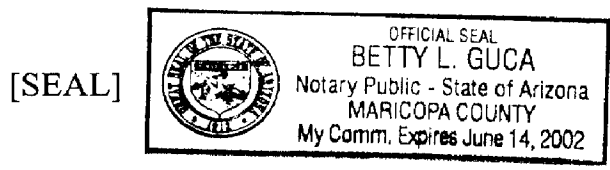
By: *Daniel C. Buckstaff*

Typed/Printed Name: Daniel C. Buckstaff

Title: Chief Executive Officer

STATE OF ARIZONA)
) SS
COUNTY OF MARICOPA)

On this 30th day of June, 1999, before me appeared Daniel C. Buckstaff the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the identified corporation.



Betty L. Guca
Notary Public

My Commission Expires:
June 14, 2002

SCHEDULE A

SERIAL/REGISTRATION NO.	MARK	FILING/REGISTRATION DATE
75/601,552	PIMA NATURALS	December 8, 1998
75/601,551	POWER CUPS	December 8, 1998

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09.00 AM 12/14/1998
981480535 - 2755383

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION**

MK Holdings, Inc., a corporation organized and existing under the General Corporation law of the State of Delaware,

DOES HEREBY CERTIFY:

First: that at a meeting of the Board of Directors of MK Holdings, Inc. the Board adopted a resolution for the amendment of Article I of the Certificate of Incorporation so that, as amended, Article I will read in its entirety as follows:

"Name

"The name of this corporation (the "Corporation") is Native Planet Foods, Inc."

and the Board declared the advisability of the proposed amendment and called a special meeting of the stockholders entitled to vote in respect thereof for its consideration.

Second: that thereafter the stockholders of the corporation, at a meeting called and held on December 4, 1998, upon notice in accordance with Section 222 of the General Corporation Law of Delaware, at which meeting the holders of all of the corporation's voting stock were present, voted unanimously in favor of the proposed amendment, all in accordance with Section 242 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, MK Holdings, Inc. a corporation that will be known as Native Planet Foods, Inc. on the effective date of the amendment, has caused this certificate to be signed by Richard B. Wilks, its authorized officer, this Seventh day of December, 1998.

By


Richard B. Wilks, Secretary